

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

GALLATIN RIVER COMMUNICATIONS)
L.L.C. D/B/A CENTURYLINK)

Petition for Arbitration Pursuant to)
Section 252(b) of the Communications Act)
of 1934, as amended by the)
Telecommunications Act of 1996)
To Establish the Rates, Terms and)
Conditions of Interconnection with)
NTS Services Corp.)

Docket No. _____

EXHIBIT B TO PETITION FOR ARBITRATION

Thomas M. Dethlefs (#6193590)
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Counsel for
GALLATIN RIVER COMMUNICATIONS
L.L.C. D/B/A CENTURYLINK



CenturyLink™

CenturyLink
1801 California Street, 10th Floor
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Phone 303 363-6646
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Thomas M. Dethlefs
Associate General Counsel

June 27, 2011

Mr. Kristopher E. Twomey
Law Office of Kristopher E. Twomey, P.C.
1725 I. Street, NW, Suite 300
Washington, DC 20006

Re: Agreement Concerning Arbitration Window Between Gallatin River
Communications, LLC d/b/a CenturyLink and NTS Services Corp.

Dear Mr. Twomey:

On behalf of CenturyLink, I am writing to memorialize the agreement Gallatin River Communications, LLC d/b/a CenturyLink ("CenturyLink") and NTS Services Corp. ("NTS") have reached to extend the arbitration window with respect to the negotiation of an interconnection agreement between the Parties for the state of Illinois pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 (the "Act").

The Parties agree that for the purpose of determining the relevant dates for the arbitration window as set forth in the Act, NTS's bona fide request for negotiation will be deemed to have been sent to CenturyLink on February 25, 2011. Accordingly, the Parties agree that the period during which either party may file for arbitration under Section 252(b)(1) of the Act commences on July 10, 2011, and ends on August 4, 2011, inclusive.

Please have an authorized representative of NTS sign below to confirm NTS' agreement to this extension of the arbitration window.

Sincerely,

Thomas M. Dethlefs

Agreed for NTS Services Corp.



December 9, 2010

Via email

Interconnection Negotiations

Email: negotiation.request@centurylink.com

Re: Request for Negotiations for Successor Interconnection Agreement

To Whom It May Concern:

By this letter and attached negotiation request form, NTS Services Corp. hereby requests negotiations per Sections 251 and 252 of the Telecommunications Act of 1996 for a successor interconnection agreement with CenturyLink.

Please let me know if you have any questions and when you would like to discuss this further.

Sincerely,

A handwritten signature in black ink, appearing to read "Kristopher E. Twomey".

Kristopher E. Twomey
Counsel to NTS Services Corp.

enc.

cc: Tommy Fields
Guy Miller

Mr. Thomas H. Fields, III
Wholesale Markets
Contract Management & Support
100 CenturyLink Drive
Monroe, LA 71203

December 21, 2010

Via: E-Mail & US Mail

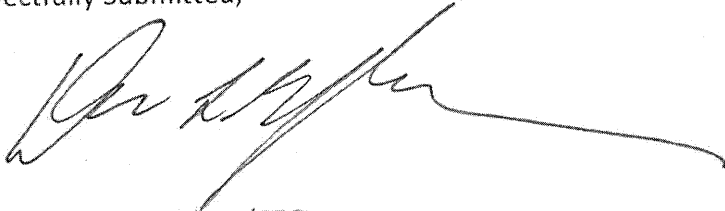
RE: NTS Services Corp-ICA Termination

Mr. Fields,

In response to your e-mail of December 20, 2010, in reference to USC 251, NTS is requesting at this time to "continue ordering using the ICA template provisions subject to a true up after negotiations." It is also our understanding that both parties will work diligently on negotiating a new agreement. It is our further understanding that upon receipt of this letter, CenturyLink will open ordering abilities to NTS immediately and with full functionality.

Notwithstanding the above, NTS reserves all rights to these matters at hand. Please advise at your earliest convenience of any additional information or documentation CenturyLink may require.

Respectfully Submitted,



Dan Johnson, President/CEO
NTS Services Corp
danjohnson@ntslink.net

cc: Sue Scott
Kristopher Twomey
File



205 Enterprise Dr., Pekin, Illinois 61554
309.353.5632 Fax 309.346.3296
www.ntslink.net



April 13, 2011

Via US Mail and Email

Thomas H. Fields, III
Carrier Relations Manager
CenturyLink
100 CenturyLink Dr.
Monroe, LA 71203
Tommy.Fields@CenturyLink.com

Re: Interconnection Agreement Negotiations with NTS

Dear Tommy:

Thank you for providing updates to the template interconnection agreement ("ICA") that we have been negotiating between CenturyLink and NTS. At this point, I believe consensus exists as to the terms and conditions in the ICA. I have spoken with staff at NTS and there is considerable disagreement, however, with the proposed pricing. As the Illinois Commerce Commission has never formally investigated and established CenturyLink or its predecessor's unbundled network element rates, I am assuming that these rates are part of the overall ICA subject to further negotiation. Please advise if CenturyLink's position differs.

NTS will not accept the rates for the following elements. I will address each rate element with NTS' specific concerns and propose an alternative rate. NTS proposes the following rates that are similar to those charged by AT&T in neighboring markets after the ICC analyzed AT&T's most recent UNE pricing schedule.

Service Order Charge- Increased from \$15.25 to \$18.10. The current rate reflects the cost for up to seven orders in a batch. The new proposed rate appears to apply for every individual order. Please confirm. NTS proposes a per order rate of \$2.50.

Band 1 Loop 2W Analog- Increased from \$17.93 to \$32.75. This proposal seeks to nearly double the cost for a standard UNE loop. NTS does not believe a proper TELRIC study can support such a high rate. NTS proposes a rate of \$8.96.

NID Connection –New- Increased from \$0.00 to \$43.69. NTS believes that previously, the NID was always included and not listed as a separate rate element. That practice should continue and the rate should be at \$0.00.

Tag/Label Loop- New- Increased from \$0.00 to \$12.26. The lack of proper loop identification procedures by CenturyLink has been a serious problem for NTS for years. NTS believes that proper engineering and business processes require each company to label its loops and does not agree there should be a charge associated with that practice. As such, NTS suggests a price of \$0.00.

Order Expedite- Increased from \$50.00 to \$150.00. NTS does not agree that any circumstances have changed to support such a large increase. NTS suggest the price remain at \$50.00.

Trip Charges- The current price is \$50.00 and proposed price is reduced to \$25.47 for a standard trip charge. However, separate, new charges have been created for a conditioning engineering charge of \$79.10, and conditioning trip charge of \$25.47. As such, it appears that the rate for a truck roll could increase to as much as \$130.04 depending on the work to be completed. NTS suggests the rate remain at \$50.00 for any trip charge and the additional charges be removed.

Service Order Charges- Increased from \$0.00 to \$16.72 for manual service orders and \$9.25 for electronic service orders. NTS does not believe that creation of such rates is justified and suggests a rate of \$0.00.

Hot Cuts- Increased from \$35.00 to \$83.05. NTS proposes a rate of \$20.00.

DS1 Loop- Decreased from \$170.00 to \$161.00. NTS proposes a rate more in line with that charged by AT&T in neighboring Bartonsville, IL of \$99.00. The proper cost elements of a TELRIC rate for a DS1 in Pekin should not result in a rate \$62.00 higher.

DS1 Interoffice Transport- Although not entirely clear, it appears that the proposed rate will increase from \$170.00 to \$240.00. NTS proposes a rate of \$150.00 reflecting IOT rates in similarly situated rate centers in Illinois.

Load Coil and Bridge Tap Removal- The proposed rate for removal of a load coil(s) is reduced from \$250.00 to \$187.94. It is unclear if this rate applies to removal of all load coils on a loop, or per coil. NTS proposes a rate of \$100.00 for removal of all load coils on a loop. The proposed rate from bridge tap removal increases from \$125.00 to \$187.62. Again, it is unclear if this reflects removal of all bridge taps on a loop, or just one. NTS proposes a rate of \$65.00 for removing all bridge taps on a loop.

As the arbitration window opens on April 22, 2011 and closes May 17, 2011, CenturyLink's prompt attention to this matter would be appreciated. Last week, NTS met with ICC staff raising its ongoing concerns with CenturyLink and specifically regarding the proposed new UNE rates. ICC staff have offered to provide informal mediation prior to the filing of any arbitration case to narrow the issues and perhaps avoid arbitration altogether. NTS is open to this idea. If CenturyLink is as well, please advise as soon as possible so we can schedule the mediation. Please let me know via email or letter CenturyLink's response to the issues raised above.

Sincerely,



Kristopher E. Twomey
Counsel to NTS

Dethlefs, Thomas

From: Fields, Tommy [Tommy.Fields@CenturyLink.com]
Sent: Wednesday, May 18, 2011 2:39 PM
To: 'Kristopher Twomey'
Cc: 'Sue Scott'; 'Scott Luft'; 'Dan Johnson'; 'Fred Miri'; Dethlefs, Thomas; Londerholm, Christy; Christensen, Larry; Miller, Guy
Subject: NTS: ICA Negotiations

Good afternoon, Kris:

Per our discussion during the ICA negotiation meeting earlier today regarding the remaining pricing related matters, the CenturyLink negotiation team's understanding is that the parties have reached agreement on the following issues and therefore, they are considered resolved and finalized:

1. Service Orders: the parties agree that the rate for electronic orders will be \$9.25 and manual orders priced at \$16.72.
2. NID Connection: NIDs are included and provided with the order of a 2 wire loop; with no extra MRC or NRCs for the NID beyond what is required to provision the loop as ordered. The NID-specific MRC and any applicable NRCs are for any stand-alone NID UNE that is ordered by a facilities-based CLEC.
3. DS1 Dedicated Transport: will be charged as:

Dedicated Transport Price List	
Additional route specific pricing per request	
Pekin - North Pekin	\$ 71.56
Pekin - Pekin Mall	\$ 58.90
Pekin - Manito	\$ 164.52

Also, as to the remaining pricing issues to be discussed during future meetings between the parties, for the purposes of addressing these in order of importance, NTS has ranked/prioritized them as follows:

1. 2 Wire Loops
2. Trip Charges [Truck Rolls]
3. NID Tagging
4. Bridge Taps & Load Coils
5. Expedited Service Order Charges
6. Hot Cuts

So that CenturyLink may spend its time between now and our next call preparing to address NTS's true priorities, please notify me immediately if NTS wishes to revise the priorities or make any additions.

Also, though CenturyLink's understanding is that the general terms and provisions of the ICA were finalized and agreed to earlier, per the call, please provide redline language by next week on any issues that NTS believes are still unclear or need further discussion.

Finally, please provide the correct legal entity name for NTS in the ICA. The draft ICA now refers to NTS Service Corporation. However, in other documents, the names NTS Services, Inc. and NTS Services Corp. have been used. The ICC is very meticulous about using properly entity names and won't approve filing of the agreement if not correct. CenturyLink has noted that NTS Services Corp. is what the ICC has listed as the name of record.

The next meeting for continuation of the negotiations will be held on Tuesday, May 31, 2011, from 2-4pm CST.

I look forward to working with you and bringing our interconnection agreement negotiations to a successful conclusion. If you have any questions on or changes to the above listed items, or if I can be of any further assistance, please do not hesitate to contact me. With best wishes, I remain

Very Truly Yours,

Tommy Fields



THOMAS H. FIELDS, III

Wholesale Markets

Contract Management & Support

100 CenturyLink Dr.,

Monroe, Louisiana 71203

Telephone: 318.340.5611 ext. 5611

Facsimile: 313.388.9072

Email: tommy.fields@centurytel.com

Dethlefs, Thomas

From: Fields, Tommy [Tommy.Fields@CenturyLink.com]
Sent: Monday, June 13, 2011 9:27 AM
To: 'Kristopher Twomey'
Cc: 'Sue Scott'; 'Dan Johnson'; 'Fred Miri'; 'Scott Luft'; Christensen, Larry; Dethlefs, Thomas; Miller, Guy; Londerholm, Christy
Subject: NTS Services Corp: CenturyLink ICA Negotiations - Status

Good Morning, Kris:

Per our previous discussions during the 6/7/11 ICA negotiations call, below is a summary/recap of the ICA pricing issues that the parties have resolved or partially resolved to date and those that are still being negotiated.

It appears we have resolved 5 of the original pricing issues. We also have discussed 3 more pricing matters in detail and NTS is having internal discussions with Dan Johnson to confirm if we can reach agreement at this point in time. The remaining 3 pricing issues are still under discussion. Please confirm if NTS has the same understanding.

Agreed upon as proposed-

- Service Order Charge (your letter on page 1)
- Service Order Charge (your letter on page 2- this and the first SOC issue have been combined)
- NID Connection
- Trip Charges
- DS1 Transport

Not pricing issues but also agreed upon-

- Repair dispatch terms as written
- Service Guide terms with the additional paragraph that CTL developed for NTS's concern

Potential agreement pending Dan's concurrence-

- Order Expedite- meet in the middle at \$100
- Hot Cuts as proposed
- Load Coil and Bridge Tap Removal as proposed

Significant progress or discussions not yet made-

- Analog Loops
- DS1 Loop
- Tag/Label Loop

Additionally, NTS will also provide addresses for "no NID" situations and order/phone numbers where NTS believes CTL charged more than once for load coil removal.

Please review these and notify me if NTS agrees on the current status of the resolved and unresolved issues in advance of our next call scheduled for Tuesday, 6/14/11.

Regards,

Tommy



CenturyLink™

THOMAS H. FIELDS, III

Wholesale Markets

Contract Management & Support

100 CenturyLink Dr.,

Monroe, Louisiana 71203

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Email: tommy.fields@centurytel.com

Dethlefs, Thomas

From: Fields, Tommy [Tommy.Fields@CenturyLink.com]
Sent: Friday, June 17, 2011 2:06 PM
To: Kristopher Twomey
Cc: Christensen, Larry; Miller, Guy; Dethlefs, Thomas; Londerholm, Christy
Subject: NTS Services Corp: CTL ICA Negotiations

Good Afternoon, Kris:

Below is a summary/recap of the ICA pricing issues from our 6/14/11 ICA negotiations call. Based on mutual concurrence during the call, we have resolved 2 more issues. There are 4 that are still under discussion.

Agreed upon-

- Hot Cuts
- Tag/Label Loop

Still In Negotiation

- Analog Loops
- DS1 Loop
- Order Expedite [\$100 in middle compromise proposed]
- Load Coil and Bridge Tap Removal

Please review and confirm/notify me in advance of our next call scheduled for Tuesday, 6/21/11, if NTS has any question or disagreement regarding the current status of the resolved and unresolved issues.

Also, please be advised that due to the timing of the deadline extension that the parties mutually agreed upon, and the known availability of key CTL personnel prior to that date, the 6/21 negotiations call will be our last currently scheduled opportunity to resolve any remaining pricing issues in a timely manner prior to any arbitration petition filing. Accordingly, CTL is willing to have a separate call at a mutually convenient time between next Monday and Wednesday to permit those NTS representatives who have signed the NDA to discuss the cost study model and inputs with CTL's cost study expert in order to address any questions or comments from NTS. Please let me know ASAP if NTS wishes to accept this offered cost study meeting so that we can confirm an available time.

Regards,

Tommy



THOMAS H. FIELDS, III

Wholesale Markets

Contract Management & Support

100 CenturyLink Dr.,

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Mr. Thomas H. Fields, III
Wholesale Markets
Contract Management & Support
100 CenturyLink Dr.
Monroe, Louisiana 71203

July 28, 2011

RE: NTS Telephone Company – Proposed Loop Rate

Dear Mr. Fields,

Over the past 2 years or more, we have attempted to negotiate a new interconnection agreement with CenturyLink (“CTL”) in good faith. Along the way there were many delays due to people and resources being unavailable at times on both sides. The terms and conditions of the agreement preceded NTS waiting for pricing that seemed to be delayed for almost 18 months due to CenturyLink’s resources being mainly focused on its acquisition of Embarq and Qwest.

When pricing was finally made available, it seemed that CenturyLink attempted to increase almost every UNE offering making it as difficult as possible to reach an agreement. Over the past seven months we have managed to reach a tentative agreement on almost all pricing issues with a more recent focus on UNE loop and a pending defined pricing on DS3’s for interoffice transport.

While we have attempted to point out our issues with the cost study, we believe these concerns have largely been ignored. Whenever we pointed out that there are serious issues with the study and how CTL made erroneous assumptions on cost components and calculations, it only resulted in a half-hearted attempt to reduce some of those costs. These changes were never applied throughout the cost study. It was never the intent of Congress or the FCC that the entire retail costs, including, business office, marketing, advertising, corporate aircraft, and all other costs associated with the retail offering of the incumbent that those be included in determining UNE costs. CTL has also not considered many other issues we have brought up during the negotiations. As an example, inflated plant investments and higher than proper annual charge factors.

Given this history, from NTS’ perspective it appears that CTL is seeking to produce a precedent for future interconnection agreements nationally. Rather than focusing on the true TELRIC costs for CTL’s small wholesale operation in Illinois, CTL seems to view this negotiation with NTS as some kind of a national battle with a tiny CLEC that it hopes will set some kind of precedent that CTL can use in other jurisdictions. NTS understands that CTL’s footprint has dramatically expanded due to recent mergers and acquisitions, however, that fact has no relevance to TELRIC costs in Illinois.

NTS has repeatedly pointed out the huge discrepancy in rates being offered in comparison to nearby Bartonville, Illinois which is only three miles away from Pekin. CTL merely responds that Bartonville, which is 5 times smaller than Pekin, has a small airport which serves some 4 or 5 regional airlines and a handful of businesses. According to CTL, this alone justifies the huge cost difference.



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Pekin also has a small airport, a Federal prison, and most of the auto dealerships in Tazewell County, a thousand other businesses, along with five times the population of Bartonville, and three times the population of nearby East Peoria. Bartonville is in Access Area C which is the most rural of AT&T's serving area yet a UNE loop costs less there than Pekin which is an Access Area 1 for CTL. The UNE rates charged by AT&T have been thoroughly investigated and approved by the Illinois Commerce Commission based on AT&T's cost study. The large discrepancy between CTL's rates and AT&T's further suggests that CTL's cost study cannot be defended.

Comparison of AT&T and CenturyLink Bands and Costs

AT&T Bands (current ICA)

2Wire Analog

A - \$ 5.17

B - \$12.40

C - \$14.91

2Wire DSL Capable

A - \$ 5.09

B - \$ 11.57

C - \$ 17.81

CenturyLink Bands

1 - \$ 32.75 - **Pekin and North Pekin**

2 - \$ 65.85

3 - \$134.31 - **Manito and South Pekin**

NTS believes that if the cost study were subjected to an impartial review, or even taken apart by an expert, that the flaws pointed out would result in significant change in TELRIC costs and resulting UNE rates. NTS believes this would result in a UNE loop price point that comes in significantly lower than CenturyLink's retail price – as it already does in AT&T's pricing. That price realistically would be somewhere between the Area B 2Wire Analog and the Area C 2Wire Analog rates shown in the chart above. This proposed pricing from NTS should also be included in the final Area 1 price as it is currently. This is inclusive of all of the Central Office and its remote offices. Based on NTS' analysis of the cost study, confirmed by the real world comparison in AT&T's UNE loop rates, a price of \$12.50 per loop would be more reasonable. NTS is willing to accept that as the final UNE loop rate. Alternatively, NTS suggests that CTL prepare its arbitration filing. NTS is open to an additional two week extension of the arbitration window should CTL need additional time to consider this letter.

Respectfully Submitted,



Dan Johnson, CEO/President
NTS Telephone Company

cc: Sue Scott
Kris Twomey
Fred Miri
File



CenturyLink™

100 CenturyLink Dr.

Monroe, Louisiana 71203

August 2, 2011

Mr. Dan Johnson
NTS Telephone Company
205 Enterprise Drive
Pekin, IL 61554

Re: NTS Service Corp. /CenturyLink Interconnection Agreement Negotiations

Dear Mr. Johnson,

CenturyLink has received and reviewed your letter of July 28, 2011. First, CenturyLink takes exception to the tenor of your letter as it describes the negotiations history between our companies.¹ Rather than “ignore” any issues that you raised, CenturyLink has in fact considered and addressed each one in detail. NTS has questioned some CenturyLink cost study inputs but to date, NTS has not provided any supporting evidence to show that the TELRIC cost inputs are incorrect for CenturyLink and its Illinois network, nor has NTS provided any evidence to support any alternative input as proper for a CenturyLink-specific cost study in Illinois.

CenturyLink made available its cost experts on three separate two hour calls in which CenturyLink came prepared with explanations and documents to support and explain the cost study. In contrast, NTS was unprepared to adequately discuss any specific CenturyLink-provided inputs; even to the point of not having reviewed the cost study for our first call together

Further, in your letter, you rely very heavily on rates that you claim apply to the AT&T Bartonville exchange. In fact, those rates are, if anything, applicable to a Rate Band that includes multiple AT&T exchanges. Neither AT&T nor the Commission has established rates specific to Bartonville. Consequently, the comparisons that you have made between Bartonville and Pekin would not be proper in relationship to the AT&T rates, even if the comparisons between the two exchanges were valid; which CenturyLink does not agree is the case.

¹ For example, in regards to any delays during negotiations, CenturyLink has retained documentation of all its communications to NTS and NTS’s non-responsiveness in return. CenturyLink can and will produce all this documentation as needed to present a more accurate picture of the parties’ negotiations history.

Mr. Dan Johnson

August 2, 2011

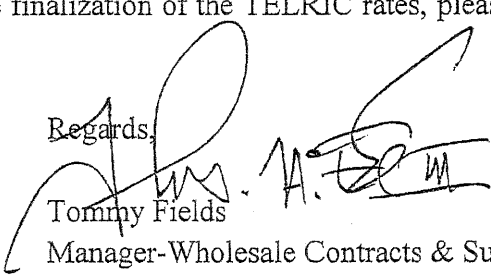
Page Two

CenturyLink also notices that your letter incorrectly states the current CenturyLink TELRIC rate for a Band 1 DS-0 local loop. In response to NTS concerns, CenturyLink reviewed and updated expense inputs to reflect the 2010 data which recently became available. This update to the TELRIC study reduced CenturyLink's loop rates. The TELRIC Band 1 DS-0 loop rate that CenturyLink now proposes to NTS is \$26.85, not \$32.75. The TELRIC Band 1 DS-1 loop rate is \$121.97. TELRIC Band 2 and band 3 loop rates were also reduced accordingly.

Other than the above referenced change to a proposed \$12.50 Band 1 DS-0 loop rate, CenturyLink finds nothing new in your July 28 letter. You have repeated some of the same surface arguments that you made in negotiations but again failed to provide any supporting evidence to show that CenturyLink's TELRIC cost inputs are incorrect for CenturyLink and its Illinois network. You also did not provide any evidence to support any alternatively proposed loop rate or cost study input by NTS as proper for a CenturyLink-specific cost study in Illinois. Accordingly, CenturyLink believes that it is now time to bring this matter to arbitration before the Illinois Commission for resolution of the final two impasse issues.

If you have any questions or do locate any factual supporting evidence that you wish CenturyLink to review and consider prior to the finalization of the TELRIC rates, please do not hesitate to contact me at any time.

Regards,


Tommy Fields

Manager-Wholesale Contracts & Support